

# **GEORGIA NATURE PHOTOGRAPHERS ASSOCIATION BYLAWS**

## **Revised 10/28/2018**

### **Bylaw 1: Name**

- 1.1 ORGANIZATION NAME: The name of this corporation shall be the GEORGIA NATURE PHOTOGRAPHERS ASSOCIATION, INC. a/k/a GNPA.

### **Bylaw 2: Purpose**

- 2.1 ORGANIZED AS: The Georgia Nature Photographers Association, Inc. (GNPA) is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Georgia Nonprofit Corporation Code for public and charitable purposes.
- 2.2 PURPOSE: The purposes of the GNPA are:
- 1) Promote nature photography in Georgia;
  - 2) Help to conserve and preserve the diverse natural ecosystems in Georgia;
- and,
- 3) Educate others interested in nature photography.

### **Bylaw 3: GNPA Organization**

- 3.1 ASSOCIATION STRUCTURE: GNPA is a 501(c)(3) nonprofit organization and an Association of Regional Chapters governed by the Board of Directors of the GNPA (Board).
- 3.2 CHAPTER STRUCTURE: Regional Chapters will be established statewide by approval of the GNPA Board. Each Regional Chapter (Chapter) will be a part of GNPA, and shall be organized, managed, and funded according to the GNPA Regional Chapter Guidelines promulgated by the Board. All Chapter funds will be GNPA funds to be collected and distributed as described below in Bylaw 8 and in the Chapter Guidelines.
- 3.3 MEMBERS: Every member of every Chapter will at the same time be a member of GNPA. All dues will be collected by GNPA, regardless of the member's Chapter affiliation.
- 3.4 CHAPTER ORGANIZATION: Each Regional Chapter will be governed by the GNPA Regional Chapter Guidelines. The GNPA Board will approve a Chapter Coordinator selected by the Chapter (see Section 5.2) to ensure the Chapter is operated in accordance with those Chapter Guidelines. The Chapter Coordinator may appoint other members or committees as necessary.
- 3.5 CHAPTER COORDINATOR RESPONSIBILITIES: Each Chapter Coordinator shall meet the following requirements:
- a) Assure that all Chapter Events (see definition in Bylaw 3.6) and actions are in accordance with these Bylaws and the Regional Chapter Guidelines.
  - b) Provide updates of all Chapter Events and actions on the GNPA web in

accordance with the Chapter Guidelines and Bylaw 8.3.

- 3.6 **CHAPTER EVENTS:** An event is defined as any meeting, outing, seminar, class, workshop, field trip, contest, exhibition, special project, or any other Chapter organized activity. Any Event run by any Chapter will be considered a GNPA Event and shall be posted on the GNPA website. Any monies for any Chapter Event must be collected through the GNPA Treasury, in accordance with Bylaw 8 and the Chapter Guidelines. The GNPA web site may include GNPA approved 3<sup>rd</sup> party online applications for registration, scheduling and collection of monies directly into the GNPA Treasury. All Events shall be open to all GNPA members.
- 3.7 **EX OFFICIO BOARD MEMBERS:** Each Chapter must designate a Chapter member as an ex officio Board member to serve as a liaison and advisor to the Board. Generally, this non-voting representative will be the Chapter Coordinator or their designee.

## **Bylaw 4: Membership**

### **Section 1: Classification, Application, and Dues**

- 4.1 **MEMBERSHIP:** Any person interested in advancing the purposes of the GNPA may become a member. There is no limitation on the number of members or memberships authorized. No member shall have any property right by membership.
- 4.2 **Non-Discrimination:** The GNPA prohibits discrimination against any member of the organization, or any guest of a member, based on race, religion, color, sex, age, national origin or ancestry, marital status, parental status, sexual orientation, gender identity and expression, or disability.
- 4.3 **CLASSES OF MEMBERS:** The Board of Directors shall set two membership classes “Members” and “Non-Members”. Members are those who have paid for a membership in the GNPA. Non-Members are those with no membership or members who have not paid for a current membership. The Board may specify additional classes of membership with fees and rights at their discretion.
- APPLICATION FOR MEMBERSHIP:** Membership shall be granted upon application, submitted in the form and manner specified by the Board, and shall be accompanied by such dues or fees as have been set for the classification for which application is made. The application shall contain such information as the Board may reasonably require.
- 4.4 **DUES:** The annual dues for each class of membership shall be set by the Board. Dues shall be collected for, and cover, twelve months beginning with the first day of the month following the receipt of the application. Lifetime membership dues shall be collected upon application, with no further dues required for the life of the member. Dues must be current for any person to be a member.
- 4.5 **TRANSFER OF MEMBERSHIP:** No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership, or for nonpayment of annual dues after a period designated by the Board. Membership

may also be terminated for cause by a majority vote of the GNPA Board for member actions deemed to be in direct conflict with approved GNPA Regional Chapter Guideline or GNPA Bylaws.

- 4.6 REGIONAL CHAPTER MEMBERSHIP: Every member of GNPA will choose a Regional Chapter. This Chapter assignment may be changed if the member moves, or if a new Chapter is created closer to where the member resides. Any member not residing in Georgia will be assigned to the Out of State Chapter, unless that member chooses another specific Chapter. Out of State members regardless of home chapter, may not hold any office at the Chapter or State level; otherwise all other membership benefits apply.

### Section 2: Liabilities of Members

4.7 PERSONAL LIABILITY: No member of GNPA shall be personally liable for any debts, liabilities, or obligations of the GNPA, and all creditors shall look only to the assets of the GNPA for payment.

### **Bylaw 5: Elections**

- 5.1 ELECTIONS: Each year, the membership of the GNPA shall elect the following members to the GNPA Board by March 31:
- a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
  - e) Board Members at Large as described in Bylaw 6.
- A notice of the election must be sent to all active members within a reasonable time for the election process as described in Section 6.9. This notice must include the slate of nominees as assembled by the Nominating Committee, plus any write-in nominees received from GNPA members. Elections will be conducted as stated in Section 2 of Bylaw 6.
- 5.2 CHAPTER COORDINATORS: Each Chapter shall choose a Chapter Coordinator in any manner that suits that Chapter. The selected Chapter Coordinator must be approved by the GNPA Board before assuming that position. Chapter Coordinators shall adhere to the current GNPA Regional Chapter Guidelines.
- 5.3 SPECIAL ELECTIONS: If deemed necessary, special elections may be held on any subject within the province of the GNPA by direction of the Board, or upon petition to the Board signed by at least 25% of the members of the GNPA. The direction or petition shall state the issue to be voted upon in proper form for ballot. A quorum for any special election shall be 60% of the membership of the GNPA. A simple majority vote of those voting is required to establish GNPA policy. However, if the issue is the removal of an elected member of the Board, a majority vote of at least two-thirds of those voting is required. Voting will be conducted through the GNPA website.

## **Bylaw 6: Board of Directors**

### Section 1: Number and Powers of the Board of Directors

6.1 **COMPOSITION AND POWERS:** Subject to the powers of the members as provided Bylaw or these Bylaws, the activities and affairs of this Association and all corporate powers shall be exercised by or under the direction of a Board of Directors of the GNPA (Board). This Board shall comprise the four officers (President, Vice President, Treasurer, and Secretary), the Web Manager, the Past President, and five At Large members as described below. There shall be an odd-number of Board members to prevent tie votes. All Board members shall be elected by the general membership, except for the Web Manager and Assistant Web Manager who shall be appointed by the President, as prescribed in Bylaw 6.2. A representative of each Regional Chapter and the Assistant Web Manager shall be ex officio Board members, without vote.

#### 6.2 Responsibilities

**President.** The President shall be the presiding officer of the Board and ensure the current Bylaws, Regional Chapter Guidelines, and other relevant documents pertaining to the functions of the GNPA are followed and remain current. Other duties of the President include establishing and directing the functions of the designated GNPA Committees, maintain currency in the liability insurance procured by the GNPA, communicate with the Operations Committee as requested by any GNPA member where the requests need Operations Committee decisions, and set dates and locations for Board meetings of the GNPA.

**Vice President.** The Vice President shall serve the same duties as the President in his or her absence. The Vice President may also be expected to perform other duties within their capabilities if so determined by the President.

**Secretary.** The Secretary shall attend and document the minutes of every called Board meeting, or if unavailable identify someone on their place to obtain these minutes. The Secretary shall obtain review from the Board of the meeting minutes and complete review and finalize these minutes within 15 days and submit final copies electronically to all members of the Board including the Web Manager for posting to the GNPA web.

**Treasurer.** The Treasurer shall maintain the bank accounts and other financial records of the GNPA and update the financial status of the GNPA to present at each Board Meeting. He or she also shall provide a reconciliation of the GNPA finances before each meeting and provide an update on financial status to the Board. He or she shall maintain the appropriate state and federal documentation and filing requirements as described under appropriate guidance for a 501(c)(3) organization. As appropriate, and with approval of the Operations Committee, an outside accounting consultant may be contracted to support this responsibility.

**At Large Members.** These members shall be expected to assume other duties that are appropriate for the effective and efficient running of the GNPA, to include volunteering for Committee functions for which they are have interest and capability, supporting major events and other GNPA needs where they occur to maintain an effective operating organization. The duties may be assumed by At Large members as volunteers or be asked to assume these tasks by the President.

The President shall appoint the Web Manager, and if appropriate an Assistant Web Manager, to the Board annually. That appointment must be approved by two-thirds of the GNPA Board. There is no limit to the number of terms, consecutive or otherwise, a Web Manager or Assistant may serve. The Web Manager or Assistant may be removed from office for cause by a two-thirds majority vote of the entire GNPA Board.

- 6.3 TERMS: The four GNPA officers shall serve one-year terms. The President and Vice President may only serve two consecutive terms. This does not preclude either being elected to these positions again after being out of the office for at least one term. All other officers and At Large Board members may serve for an unlimited number of terms.

The At Large members are elected for terms of two years each, with staggered terms with approximately half to be elected in odd-numbered years and the other half to be elected in even-numbered years. Members elected to the Board shall take office by April 1<sup>st</sup> immediately following the election. They shall hold office until their successors have been elected.

- 6.4 AUTHORIZATION TO ACT: Only the Board, or those specifically authorized by it in writing, shall act in the name of the GNPA. The Board shall have the authority to make rules and regulations for carrying out the procedures established by these Bylaws.
- 6.5 OPERATING COMMITTEE: Day to day issues, including monetary requests, approval of major Chapter Events, and similar decisions will be handled by an Operating Committee comprised of the President, Vice President, Secretary, Treasurer, and Chapter Committee Chair. The Operating Committee may meet as often as required. They may make their decisions during a meeting, or via phone or e-mail, as appropriate. The Past President may be consulted for counsel as needed by the Operations Committee but will not vote in Committee decisions. Major decisions defined as those affecting changes in Bylaws, removal or replacement of Board members, approval of new chapters, and decisions on expenditures greater than \$5,000 previously budgeted shall be made only by a quorum of the Board, by phone, electronic media, or in person as appropriate.
- 6.6 COMPENSATION: No GNPA officer or other member of the Board shall receive compensation for any service rendered. If pre-approved by the Operating Committee, Board members may be reimbursed for expenses incurred while performing their duties. Receipts for any such reimbursement must be submitted to the Treasurer before reimbursement payment can be made.

#### Section 2: Nomination, Election, and Term of Office

- 6.7 ELECTION OF BOARD: An election to choose members of the Board shall be held annually, as detailed in Bylaw 5.
- 6.8 NOMINATING COMMITTEE: A nominating committee comprised of at least two members of the GNPA Board and at least one GNPA member not a member of the Board, shall be appointed by the Board.

- 6.9 **NOMINATION OF CANDIDATES:** The nominating committee shall nominate at least one candidate to fill each of the Board positions to be elected and shall report their names to the Board by February 15th. At the same time, the Chair of the Nominating Committee shall send to all GNPA members in good standing an e-mail requesting any write-in candidates. There shall be one week for members to respond with the name(s) of write-in nominees. The names of any write-in nominees shall be included on the final ballot. No additional write-in nominees shall be accepted after the cutoff date/time specified in the e-mail.

Nominees must be members of the GNPA in good standing and must give their consent before being presented. The nominating committee is not precluded from submitting names of nominating committee members as candidates. The nominating committee shall present the slate of nominees to the membership electronically by March 15<sup>th</sup> with newly elected members announced and in place on the Board by April 1<sup>st</sup>.

- 6.10 **ELECTION:** All elections shall be conducted electronically through the GNPA website. A voting period of one calendar week shall be required to allow all members the opportunity to vote. No votes may be cast after the cutoff time on the final voting day.
- 6.11 **VACANCY:** A vacancy in an elected position due to resignation or removal shall be filled for the remainder of the unexpired term by nomination and vote of the remaining members of the Board.
- 6.12 **ABSENCE:** The absence of a member from three consecutive regularly scheduled meetings of the Board, in person or via the web or by phone, shall create a vacancy, if so decided by a vote of at least two-thirds of the remaining members of the Board.

### Section 3: Meetings

- 6.13 **REGULAR AND SPECIAL MEETINGS:** The Board shall hold regularly scheduled meetings at least quarterly at times and places the President specifies. Each calendar year, at least one meeting shall be face to face. The others may be held by telephone or via the web at the option of the Board. Times and places should be announced in advance to all members of the GNPA. Special meetings of the Board may be called by the President, or by any other three members of the Board, but only with at least one week's notice, unless all Board members waive this notice requirement. Due notice of special meetings and the scheduling of regular Board meetings must be given to all members of the Board. However, the Board shall take no vote except in open session.
- 6.14 **OPEN MEETINGS:** All meetings of the Board shall be open to attendance by any member of the GNPA in good standing, except that in unusual circumstances the Board may convene in private session for discussions and arguments of sensitive issues. However, the Board shall take no vote except in open session.
- 6.15 **QUORUM:** A quorum, which is a majority of the members of the Board in office, is required for the transaction of business. However, an absentee or proxy ballot from an absent member delivered to the President in writing, by electronic means, or by telephone on a specific issue shall be counted in the vote and quorum, provided that either a full discussion of the issue has occurred at a previous

meeting, the issue has been discussed thoroughly via e-mail or other means, or the arguments pro and con have been included with the call for the meeting.

The business of the Board is normally to be conducted at a regular Board meeting or, if necessary, at a special meeting. A quorum of the Board may act without a formal meeting only when quick action is necessary and there is insufficient time to arrange a special meeting, or if prior authorization to so deal with a specified issue has been given in a meeting, provided in either case that a determined effort has been made to contact all members of the Board. Any such action must be reported to all members of the Board at the next meeting of the Board.

- 6.16 CHAIR: The President shall serve as the Chair of the Board. In his or her absence, the Vice President shall serve. In the absence of both the President and Vice President, the members of the Board present shall elect a temporary Chair from their number.
- 6.17 MINUTES: The Secretary will keep minutes of every Board meeting. Those minutes shall be distributed to all Board members within 15 days of the meeting and shall be posted as PDF documents on the GNPA website for access by any interested member.

## **Bylaw 7: Committees**

- 7.1 STANDING COMMITTEES AND SPECIAL COMMITTEES: Standing committees and special committees shall be established by the Board for such objectives as it may designate within the purposes of the GNPA. As Chapters are organized and able to identify and appoint someone in the Chapter to assume the primary function of any or all of these committees, the role of The GNPA Committees below may become primarily a point of contact and liaison as needed to support the Chapter(s) conducting these functions.
- 7.2 Committee members must be GNPA members in good standing. The chair of a committee shall be appointed by the President from among the members of the GNPA, subject to the approval of the Board, and shall serve until discharged or by resignation. Members of committees shall be appointed by the committee chair and are subject to the review of the Board as necessary.
  - a) STANDING COMMITTEES: In addition to the Nominating and Operations committees described above, standing committees shall include:
    - 1) COMMUNICATIONS COMMITTEE: This committee is responsible for coordinating all communication, inside and outside the Club, including, but not limited to, the website, newsletter, social media, brochures, and meetup postings. Their primary function will be to lead outreach for the club to promote external awareness of the GNPA.
    - 2) MEMBERSHIP COMMITTEE: This committee is responsible for all recruitment and support activities associated with retaining and attracting new members. This committee will work with the Web Manager or Assistant Web Manager as needed to monitor growth and retention of members and coordinate with the Communications Committee, Chapter Coordinator, and the Board as necessary to facilitate their functions.

- 3) **CHAPTER COMMITTEE:** This committee acts as a liaison and is responsible for the establishment and oversight of Regional Chapters. This committee will support the Regional Chapter Coordinators in posting of events and communication among other chapters to enhance the benefits to members of effective chapter activities. The Chair of this committee also shall serve as a member of the Operating Committee.
- 4) **EXPO & MAJOR EVENTS COMMITTEE:** This committee is responsible for the planning, organization, and implementation of the annual Expo. This committee also may assist in the planning of other Major Club-wide field trips or events where a leader has not been identified or, upon the request of the event leader or the Operations Committee, assist in reviewing the proposed event especially where there may be risk of financial liabilities to the GNPA of such an event. Major events are defined as those for which effective, experienced leadership is required to conduct the event, such as significant multi-day field trips, especially out of state events, and acquiring the services needed for facilities and support services (audio visual, catering etc.) as needed by a professional for a major speaking or workshop engagement. Included in this role will be a review as necessary to be sure that the planned event will comply with insurance requirements to assure that members are held harmless by any vendor providing services in so far as feasible.
- 5) **FIELD TRIPS COMMITTEE:** This committee serves to identify and promote non-major field trips that are generally of a short duration to locations within the state of Georgia or adjoining states. This committee will focus on trips that are in keeping with Section 3.6 of these Bylaws and align with the purposes of the GNPA. This committee will ensure these events are appropriately posted on approved social media, with function to ensure that members follow the protocols that align with the current GNPA insurance policy, to wit, all trips must be registered by attendees on the GNPA web site which will require that they be members in good standing to register for these events. Participants under the age of 18 must have written parental approval or must be accompanied by a parent or legal guardian.
- 6) **CONSERVATION COMMITTEE:** This committee is responsible for coordinating GNPA activities with various conservation organizations in fulfillment of one of our purposes to include identifying external opportunities for which members may volunteer to support nonprofit or other 501(c)(3) organizations. It is not intended that funds be expended from the GNPA to support these activities except as reimbursement for specific needs pre-approved by the Operations Committee.
- 7) **FINANCIAL COMMITTEE:** This Committee serves to review the overall GNPA risk profile related to financial decisions that may place the GNPA at substantial risk, either because the proposed activity has a high potential for risk or, where risk is low, the financial impacts would be considered high. The Committee will include a chair other than the Treasurer. Other members shall be the Vice President, President, and



Chairs of the Committee for Major Events and Field Trips. The chair of this committee shall be selected by the Board. This Committee also will review and assist the activities of the Treasurer during Budgetary Planning and in the annual submittal of appropriate filings for State and Federal requirements for a 501(c)(3) organization. This Committee also will develop and periodically review procedures for implementing major events and field trips, work with the appropriate leaders of these events, to identify and mitigate risks that may be inherent in such events.

- b) EX OFFICIO BOARD MEMBERSHIP: The Chair of these committees, if not already At Large Board members, shall be ex officio members of the Board without vote. A designated representative from each Chapter may also serve as an ex officio Board member without vote.
  - c) REPLACEMENT AND REMOVAL OF MEMBERS: Except for the Nominating committee (where it may fill naturally occurring vacancies), the Board may at any time add members to a committee or recall or replace any of its members.
- 7.3 SPECIAL COMMITTEES: Committees not mandated by these Bylaws may be formed or disbanded at any time by the Board.
- 7.4 DUTIES OF COMMITTEE CHAIRS: The Chair of each committee shall regularly report to and consult with the President and the Board.

## **Bylaw 8: Finances**

### Section 1: Sources

- 8.1 SOURCE OF FUNDS: The GNPA may receive its funding from:
- a) Membership dues from all Regional Chapter members;
  - b) Fees from every GNPA and Chapter Event (as defined in Bylaw 3.6) as may be authorized by the Board; and,
  - c) Donations from any source that complies with the guidelines for a 501(c)(3) organization.
- 8.2 GNPA AND CHAPTER EVENT FINANCING: Regardless of which Chapter hosts any Event, all GNPA and Chapter Events shall be conducted on a financial basis as agreed upon by the Operating Committee and/or the full GNPA Board. Fees for participation in any Event may be collected to finance the outing and as a means of fundraising for GNPA and its Chapters. All monies collected will be GNPA funds.
- 8.3 USE OF GNPA WEBSITE: Each Chapter will be provided web services through the GNPA website as directed by the GNPA Board. If practicable, all Chapter activities will use the GNPA website for registration for Events and collection of any monies required for any Event or other activity. If that is impractical, monies may be collected locally by a Chapter, then submitted to the GNPA Treasurer, with receipts, within fifteen days of the Event.

### Section 2: Sponsors

- 8.4 SPONSOR RELATIONSHIPS: The Board may define and set up a special relationship with major sponsors or sponsoring organizations. The GNPA will coordinate Events to minimize competition and conflicts with sponsored Events

and activities. A major sponsor shall be entitled to one free GNPA membership while a sponsor.

#### Section 3: Authority

- 8.5 **BANK ACCOUNTS:** The GNPA Board, in coordination with the Treasurer, shall be the only entity authorized to have open bank accounts and to regulate withdrawals therefrom. There shall be no bank accounts held by any Regional Chapter.
- 8.6 **COLLECTION AND DISBURSEMENT OF MONEY:** Unless otherwise approved by the Board, all monies received by the GNPA or any of its Chapters shall be deposited with the GNPA Treasurer. Each Chapter shall submit a budget with a list of estimated expenses by November 15th of each year to the treasurer, as prescribed in Bylaw 8.10. The Board will review and comment as necessary to the Chapter Coordinator as to the appropriateness of the requested funds. Each Chapter may then request approval for expenditure of funds to the President who will then convene the Operations Committee by phone, electronic media, or other means to seek approval based on the request. Payment will be made of approved funds by the Treasurer. Only GNPA authorized means for collecting monies for field trips may be used. External web sites or other means shall not be used for the collection of money by vendors for GNPA trips.
- 8.7 **BORROWING OF MONEY, OWNERSHIP OF REAL ESTATE:** Neither the GNPA nor any entity thereof shall have the authority to borrow money or own real estate.

#### Section 4: Procedures

- 8.8 **FISCAL YEAR:** The fiscal year of the GNPA shall run from January 1 through December 31.
- 8.9 **DUTIES OF TREASURER:** The Treasurer shall keep proper books of account, and provide regular financial reports, including all revenues and expenses, at the meetings of the Board.

#### Section 5: Regional Chapter Financing

- 8.10 **ADDITIONAL CHAPTER FUNDING FROM GNPA:** During the year, if a Chapter requires additional funding beyond its estimated budget, the Chapter Coordinator shall make a request to the Operating Committee for additional funds. If approved, the GNPA Treasurer will make payments upon he submission of invoices for the approved expenditures.

### **Bylaw 9: Construction and Amendment**

#### Section 1: Construction

- 9.1 **MEANING AND PROCEDURE:** All questions as to the construction or meaning of these Bylaws are to be referred to the Board for decision. All procedures not prescribed by these Bylaws shall be governed by Robert's Rules of Order.

#### Section 2: Amendment

- 9.2 **AMMENDMENT AND REPEAL:** These Bylaws are fundamental and shall not be added to, amended, or repealed except by a two-thirds vote of the Board.
- 9.3 **SPECIAL REQUIREMENTS:** Bylaws 1 and 2 cannot be amended without

concurrent amendment of the corresponding Articles of Incorporation, as provided Bylaw.

- 9.4 TITLES: Titles of Bylaws are provided only as an aid and reference. They are of no effect and may not be used to establish intent or purpose of the Bylaw.